

# POLYCOM INC

Reported by  
**DARWISH SAYED**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/28/14 for the Period Ending 02/26/14

Address	6001 AMERICA CENTER DR. SAN JOSE, CA 95002
Telephone	408-586-6000
CIK	0001010552
Symbol	PLCM
SIC Code	3661 - Telephone and Telegraph Apparatus
Industry	Communications Equipment
Sector	Technology
Fiscal Year	12/31

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549**

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Darwish Sayed</b>			<b>POLYCOM INC [ PLCM ]</b>			<input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>CLO &amp; EVP, Corp Dev</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>6001 AMERICA CENTER PARKWAY</b>			<b>2/26/2014</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>SAN JOSE, CA 95002</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)			(State)			(Zip)		

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	2/27/2014		M		14492	A	\$0	78425	D	
Common Stock	2/27/2014		F		5447	D	\$13.22	72978	D	
					(1)					

### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Shares	\$0	2/26/2014		A		39487		(2)	(2)	Common Stock	39487	\$0	39487	D	
Restricted Stock Units	\$0	2/26/2014		A		39487		(3)	(3)	Common Stock	39487	\$0	39487	D	
Restricted Stock Units	\$0	2/27/2014		M		14492		(4)	(4)	Common Stock	14492	\$0	28986	D	

#### Explanation of Responses:

- This transaction represents an automatic withholding of shares by Polycom equal in current market value to the total required tax withholding due upon vesting.
- Each Target Performance Share represents a contingent right to receive one share of Polycom, Inc. common stock. The Performance Shares vest upon achievement of certain performance criteria based on total shareholder return and are scheduled to vest as to one-third of the total target award on each of the first three (3) year anniversaries of the February 26, 2014 Grant Date (or such later date as the Compensation Committee certifies achievement of the performance criteria). The number of shares reflected on this filing is at the target award level. The actual number of shares that may vest ranges from 0% to 150% of the target amount, depending upon actual performance.
- Each Restricted Stock Unit represents a contingent right to receive one share of Polycom, Inc. common stock. This Restricted Stock Unit Award is scheduled to vest as to one-third of the total shares awarded on each of the first three (3) anniversaries of the February 26, 2014

Grant Date until fully vested on February 26, 2017.

- (4) Restricted Stock Units are converted on a one-for-one basis into shares of Polycom, Inc. common stock following vesting, which vesting for 14,492 shares occurred on February 27, 2014. The remaining 28,986 shares are scheduled to vest as to 14,493 shares on February 27, 2015 and 14,493 shares on February 27, 2016.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Darwish Sayed</b> <b>6001 AMERICA CENTER PARKWAY</b> <b>SAN JOSE, CA 95002</b>			<b>CLO &amp; EVP, Corp Dev</b>	

#### Signatures

/s/Laura M. Balma, Attorney-in-Fact for Sayed M. Darwish

2/28/2014

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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